

RE
BY *[Signature]* DATE 1/31/2008

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

MOTION TO ADMIT COUNSEL
PRO HAC VICE

Defendant, Genesco Inc., by its attorneys, Boies, Schiller & Flexner LLP, respectfully requests that the Court enter an order, pursuant to 1.3(c) of the Local Rules of the United States District Courts for the Southern District of New York granting *Pro Hac Vice* admission of Jonathan D. Schiller and David R. Boyd. In support of its motion, Defendant Genesco Inc., submits herewith the Declaration of Jonathan D. Schiller, dated December 17, 2007; the Affidavit of Sponsor, Adam R. Shaw dated December 31, 2007; the accompanying Certificate of Good Standing for Jonathan D. Schiller issued by the bar of the District of Columbia; and the Declaration of David R. Boyd, dated December 20, 2007; the Affidavit of Sponsor, Adam R. Shaw dated December 31, 2007; the accompanying Certificate of Good Standing for David R. Boyd issued by the bar of the District of Columbia; and upon all pleadings and proceedings heretofore and herein, Adam R. Shaw, attorney for Genesco Inc., hereby moves this Court of the United States Courthouse located at 500 Pearl Street, New York, New York, for

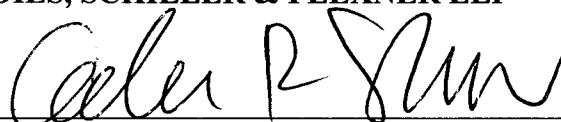
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an order permitting Jonathan D. Schiller and David R. Boyd to argue and try this case, in whole and in part, as counsel for Defendant, Genesco Inc.

Dated: December 31, 2007
Albany, New York

BOIES, SCHILLER & FLEXNER LLP

By:

A handwritten signature in black ink, appearing to read 'Adam R. Shaw', is written over a horizontal line.

Adam R. Shaw (AS-7671)

575 Lexington Avenue

7th Floor

New York, New York 10022

Tel: (212) 446-2300

Fax: (212) 446-2350

Attorney for Defendant Genesco Inc.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

DECLARATION OF JONATHAN D. SCHILLER FOR ADMISSION

I, Jonathan D. Schiller, declare:

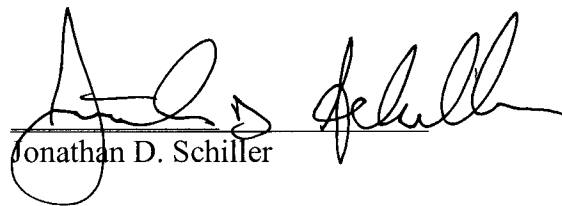
1. I have personal knowledge of the following facts and can testify to these in Court.
2. I am an attorney at law and the managing partner of the law firm Boies, Schiller & Flexner LLP, 5301 Wisconsin Avenue, N.W., Washington, D.C. 20015.
3. I am a member in good standing of the Bar of the District of Columbia and have been a member in good standing of the bar of the highest court of that jurisdiction since December 7, 1973.
4. I have also been admitted to practice before the Supreme Court of the United States, the United States Courts of Appeals for the Second, Third, Fourth, Fifth, Sixth, and Eleventh Circuits and the United States District Courts for the District of Columbia, the District of Colorado, the Eastern District of Kentucky, and the Eastern District of Michigan.
5. I have never been held in contempt of court and have not been the subject of any disciplinary proceeding of any kind in any jurisdiction.

6. I am familiar and shall comply with the Judicial Code (Title 28 U.S.C.); the Federal Rules of Civil Procedure; the Federal Rules of Criminal Procedure; the Federal Rules of Evidence; the Local Rules of Practice for this Court, and the Code of Professional Responsibility.

7. I submit this Declaration to respectfully request admission *pro hac vice* for the purposes of appearing, participating, and representing Defendant Genesco Inc. in the above-captioned proceeding.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 17, 2007


Jonathan D. Schiller

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

DECLARATION OF DAVID R. BOYD FOR ADMISSION *PRO HAC VICE*

I, David R. Boyd, declare:

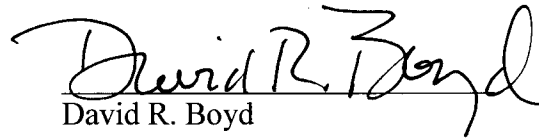
1. I have personal knowledge of the following facts and can testify to these in Court.
2. I am an attorney at law and a partner in the law firm Boies, Schiller & Flexner LLP, 5301 Wisconsin Avenue, N.W., Washington, D.C. 20015.
3. I am a member in good standing of the Bar of the District of Columbia and have been a member in good standing of the bar of the highest court of that jurisdiction since March 10, 1976. I have also been a member in good standing of the Virginia State Bar since 1973.
4. I have been admitted to practice before the Supreme Court of the United States, the United States Courts of Appeals for the Second, Third, Fourth, Fifth, Eighth, Ninth, Tenth, and District of Columbia Circuits; the U.S. Tax Court; and the Maryland Federal Trial Bar.
5. I have never been held in contempt of court and have not been the subject of any disciplinary proceeding of any kind in any jurisdiction.

6. I am familiar and shall comply with the Judicial Code (Title 28 U.S.C.); the Federal Rules of Civil Procedure; the Federal Rules of Criminal Procedure; the Federal Rules of Evidence; the Local Rules of Practice for this Court; and the Code of Professional Responsibility.

7. I submit this Declaration to respectfully request admission *pro hac vice* for the purposes of appearing, participating, and representing Defendant Genesco Inc. in the above-captioned proceeding.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 20, 2007


David R. Boyd

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

AFFIDAVIT OF SPONSOR, ADAM R. SHAW

STATE OF NEW YORK, COUNTY OF ALBANY, Adam R. Shaw, being duly sworn
deposes and says:

1. I am a member of the bar of the State of New York and of this Court, and a partner of the law firm of Boies, Schiller & Flexner, LLP, counsel in the above-captioned case.

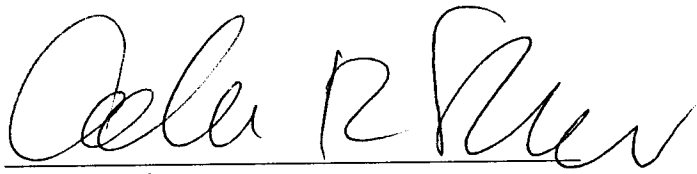
2. I respectfully submit this affidavit in support of defendant's motion pursuant to Local Civil Rule 1.3 of the Southern District of New York to have Jonathan D. Schiller admitted *pro hac vice* to serve as counsel for defendant Genesco Inc., in the above-captioned case.

3. I respectfully submit this affidavit in support of defendant's motion pursuant to Local Civil Rule 1.3 of the Southern District of New York to have David R. Boyd admitted *pro hac vice* to serve as counsel for defendant Genesco Inc., in the above-captioned case.

3. David D. Schiller is a member in good standing of the District of Columbia bar and a managing partner of the District of Columbia office of the law firm of Boies, Schiller & Flexner, LLP

4. David R. Boyd is a member in good standing of the District of Columbia bar and a partner of the District of Columbia office of the law firm of Boies, Schiller & Flexner, LLP.


4. Based on my knowledge of Mr. Schiller and Mr. Boyd, I believe that they will conduct themselves in a manner required of attorneys admitted to practice in this Court *pro hac vice* and respectfully request that they be admitted for the purposes of acting as counsel for the defendant Genesco Inc., in this action.



Adam R. Shaw

STATE OF NEW YORK)
)
COUNTY OF ALBANY) ss:

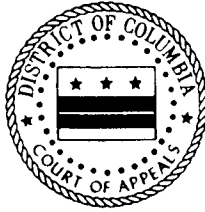
Subscribed and sworn to before me this 31st day of December, 2007



Notary Public

My commission expires: 11/30/10

PATRICIA A. GIBBONS
Notary Public, State of New York
No. 01G1463831
Qualified in Greene
Certificate Filed in Albany Co.
Commission Expires November 30, 2010



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

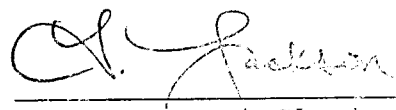
JONATHAN D. SCHILLER

was on the 7TH day of DECEMBER, 1973

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on December 13, 2007.

GARLAND PINKSTON, JR., CLERK

By: 
Deputy Clerk



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

DAVID R. BOYD


was on the 10TH day of MARCH, 1976

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on December 4, 2007.

GARLAND PINKSTON, JR., CLERK

By: _____


Deputy Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

CERTIFICATE OF SERVICE

I, Brian Clemente, being duly sworn deposes and says that I am over the age of eighteen (18); that on this 31st day of December, 2007, I served the documents entitled Motion To Admit Counsel *Pro Hac Vice*; the Declaration of Jonathan D. Schiller For Admission *Pro Hac Vice*; the Declaration of David R. Boyd For Admission *Pro Hac Vice*; the Affidavit of Sponsor Adam R. Shaw; the Certificate in Good Standing for Jonathan D. Schiller; the Certificate in Good Standing for David R. Boyd; and the Proposed Order Granting Motion for *Pro Hac Vice* Admission of Jonathan D. Schiller and David R. Boyd by delivering true and correct copies each thereof via FedEx upon the following individuals:

LATHAM & WATKINS LLP
Joseph J. Frank
885 Third Avenue
New York, NY 10022

BAKER, DONELSON, BEARMAN, CALDWELL
& BERKOWITZ, PC
John S. Hicks
Commerce Center, Suite 1000
211 Commerce Street
Nashville, TN 37201

Counsel for Plaintiffs UBS Securities LLC and UBS Loan Finance LLC

WALKER TIPPS & MALONE

Robert J. Walker

2300 One Nashville Place

150 Fourth Avenue North

Nashville, TN 37219

Counsel for Defendant The Finish Line, Inc.



Brian Clemente

STATE OF NEW YORK)

ss:

COUNTY OF ALBANY)

Subscribed and sworn to before me this 31st day of December, 2007


Notary Public

My commission expires:

SANDRA PECKHAM LIGHT
Notary Public, State of New York
Qualified in Albany County
No. 01PE6013688
Commission Expires September 28, 2010